

**ENTERED**

**NOV 22 2002**

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE  
(GREENBELT DIVISION)**

**U.S. BANKRUPTCY COURT  
DISTRICT OF MARYLAND  
GREENBELT**

In re:

Mattress Discounters Corporation and  
T.J.B. Inc.

Debtors.

Chapter 11

Case No.

(Jointly Administered)

02-22330  
~~02-22331~~

**ORDER PURSUANT TO SECTION 327(a) OF THE BANKRUPTCY CODE  
AUTHORIZING THE EMPLOYMENT AND RETENTION OF HALE AND DORR LLP  
AS COUNSEL FOR THE DEBTORS AND DEBTORS IN POSSESSION**

Upon consideration of the Application for Order, Pursuant to Sections 327 and 328 of the Bankruptcy Code, Authorizing the Employment of Hale and Dorr LLP as Attorneys for the Debtors (the "Application")<sup>1</sup> by Mattress Discounters Corporation and T.J.B. Inc., as debtors and debtors in possession (the "Debtors"), for an order authorizing the Debtors to employ and retain the law firm of Hale and Dorr LLP ("H&D") as the Debtors' counsel in these Chapter 11 cases; and upon the consideration of the Statement of Hale and Dorr LLP Pursuant to Section 329 of the Bankruptcy Code and Rules 2014 and 2016 of the Bankruptcy Rules (the "Statement") and the Affidavit of Stephen Newton in Support of First-Day Motions and Applications; and the Court being satisfied, based on the representations made in the Statement and Application, that the partners, counsel and associates of H&D who will be engaged in these cases represent no interest adverse to the Debtors' estates with respect to the matters upon which they are to be engaged, that they are disinterested persons as that term is defined under Section 104(14) of the Bankruptcy Code, as modified by Section 1107(b) of the Bankruptcy Code, and H&D's

<sup>1</sup> All capitalized terms not otherwise defined herein shall have the definitions attributed to such terms in the Application.

employment is necessary and in the best interest of the Debtors' estates; it appearing that this Court has jurisdiction to consider the Application and the relief requested therein in accordance with 28 U.S.C. §§ 157 and 1334; and it appearing that due and proper notice of the Application has been given, and that no other or further notice need be given; and after due deliberation and sufficient cause appearing therefor;

IT IS HEREBY ORDERED THAT:

1. The Application is granted.
2. In accordance with Sections 327(a) and 328 (a) of the Bankruptcy Code, the Debtors, as debtors in possession, are authorized to employ and retain Hale and Dorr LLP as their bankruptcy counsel on the terms set forth in the Application and the Statement, effective as of the commencement of these cases.
3. H&D shall be compensated in accordance with the applicable provisions of the Bankruptcy Code, the Bankruptcy Rules, the United States Trustee Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed under 11 U.S.C. § 330, the Local Rules and such procedures as may be fixed by order of this Court.

Dated: November 21, 2002

  
UNITED STATES BANKRUPTCY JUDGE

cc:  
Mattress Discounters Corporation  
T.J.B. Inc.  
Hale and Dorr LLP  
Arent Fox Kintner Plotkin & Kahn, PLLC  
U.S. Trustee  
Initial Service List

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U.S. BANKRUPTCY COURT  
DISTRICT OF MASSACHUSETTS  
CLERK